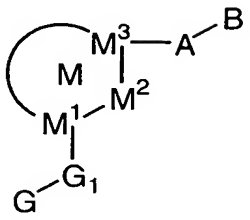
WHAT IS CLAIMED IS:

1. A compound of Formula I:




I

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein;

ring M, including $M^1$, $M^2$, and $M^3$, is a 5, 6, or 7 membered non-aromatic carbocycle or 5, 6, or 7 membered non-aromatic heterocycle, consisting of: carbon atoms, 0-3 N, and 0-1 heteroatoms selected from O and $S(O)_p$, provided that ring M consists of a total of 0-3 O, $S(O)_p$ and N;

alternatively, ring M is an aromatic heterocycle selected from 2-pyridinone, 3-pyridazinone, 4-pyrimidinone, 2-pyrazinone, pyrimidine-2,4-dione, pyridazine-3,6-dione, 1H-quinolin-2-one, 1,4-dihydro-pyrrolo[3,2-b]pyridin-5-one and 1,4-dihydro-imidazo[4,5-b]pyridin-5-one;

ring M is substituted with 0-2 $R^{1a}$, 0-1 Z, and 0-2 carbonyl groups, and, comprises: 0-2 double bonds;

provided that ring M is other than an isoxazoline, isothiazoline, pyrazoline, triazoline, tetrazoline, 3-phenyl-substituted pyrrolidine, 3-phenyl-substituted pyrroline, 3-phenyl-substituted isoxazolidine, or 4-phenyl-substituted isoxazolidine;

G is a group of formula IIa or IIb:

IIa IIb

$G_1$ is selected from $(CR^{3a}R^{3b})_{1-5}$, $(CR^{3a}R^{3b})_{0-2}CR^{3a}=CR^{3a}(CR^{3a}R^{3b})_{0-2}$, $(CR^{3a}R^{3b})_{0-2}C\equiv C(CR^{3a}R^{3b})_{0-2}$, $(CR^{3a}R^{3b})_uC(O)(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uC(O)O(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uOC(O)(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uO(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^{3e}(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uC(O)NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3C(O)(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uOC(O)NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3C(O)O(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3C(O)NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3C(S)NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)_2(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3S(O)_2(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)_2NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3S(O)_2NR^3(CR^{3a}R^{3b})_w$, and $(CR^{3a}R^{3b})_uS(O)_2NR^3C(O)NR^3(CR^{3a}R^{3b})_w$, wherein u + w total 0, 1, 2, 3, or 4, provided that $G_1$ does not form a N-N or N-O bond with either group to which it is attached;

ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered non-aromatic ring consisting of carbon atoms, 0-1 double bonds, and 0-2 N, and D is substituted with 0-2 R;

alternatively, ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered aromatic system consisting of carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and D is substituted with 0-2 R;

E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and is substituted with 0-2 R;

R is selected from $C_{1-4}$ alkyl, F, Cl, Br, I, OH, $OCH_3$, $OCH_2CH_3$, $OCH(CH_3)_2$, $OCH_2CH_2CH_3$, CN, $C(=NR^8)NR^7R^9$, $NHC(=NR^8)NR^7R^9$, $NR^8CH(=NR^7)$, $NH_2$, $NH(C_{1-3}$ alkyl), $N(C_{1-3}$ alkyl$)_2$, $C(=NH)NH_2$, $CH_2NH_2$, $CH_2NH(C_{1-3}$ alkyl), $CH_2N(C_{1-3}$ alkyl$)_2$, $CH_2CH_2NH_2$, $CH_2CH_2NH(C_{1-3}$ alkyl), $CH_2CH_2N(C_{1-3}$ alkyl$)_2$, $(CR^8R^9)_tC(O)H$, $(CR^8R^9)_tC(O)R^{2c}$, $(CR^8R^9)_tNR^7R^8$, $(CR^8R^9)_tC(O)NR^7R^8$, $(CR^8R^9)_tOR^{3a}$, $(CR^8R^9)_tNR^7C(O)R^7$, $(CR^8R^9)_tS(O)_pNR^7R^8$, $(CR^8R^9)_tNR^7S(O)_pR^{3f}$, $(CR^8R^9)_tS(O)R^{3c}$, $(CR^8R^9)_tS(O)_2R^{3c}$, and $OCF_3$;

alternatively, the bridging portion of ring D is absent, and ring E is selected from phenyl, thienyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and ring E is substituted with $R^a$ and $R^b$;

alternatively, ring E is substituted with a 5-6 membered aromatic heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)p, and said aromatic heterocycle is substituted with $R^a$ and $R^b$;

alternatively, ring E is substituted with a 5-6 membered non-aromatic hetercocyle consisting of: carbon

atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)p, and said non-aromatic hetercocyle is substituted with $R^a$ and $R^b$, 0-2 carbonyl groups and containing 0-2 double bonds;

$R^a$ and $R^b$, at each occurrence, are independently selected from H, $C_{1-4}$ alkyl, F, Cl, Br, I, OH, $OCH_3$, $OCH_2CH_3$, $OCH(CH_3)_2$, $OCH_2CH_2CH_3$, CN, $C(=NR^8)NR^7R^9$, $NHC(=NR^8)NR^7R^9$, $NR^8CH(=NR^7)$, $NH_2$, $NH(C_{1-3}$ alkyl), $N(C_{1-3}$ alkyl$)_2$, $C(=NH)NH_2$, $CH_2NH_2$, $CH_2NH(C_{1-3}$ alkyl), $CH_2N(C_{1-3}$ alkyl$)_2$, $CH_2CH_2NH_2$, $CH_2CH_2NH(C_{1-3}$ alkyl), $CH_2CH_2N(C_{1-3}$ alkyl$)_2$, $(CR^8R^9)_tC(O)H$, $(CR^8R^9)_tC(O)R^{2c}$, $(CR^8R^9)_tNR^7R^8$, $(CR^8R^9)_tC(O)NR^7R^8$, $(CR^8R^9)_tOR^{3a}$, $(CR^8R^9)_tNR^7C(O)R^{3f}$, $(CR^8R^9)_tS(O)_pNR^7R^8$, $(CR^8R^9)_tNR^7S(O)_pR^{3f}$, $(CR^8R^9)_tS(O)R^{3c}$, $(CR^8R^9)_tS(O)_2R^{3c}$, and $OCF_3$;

alternatively, $R^a$ and $R^b$ combine to form methylenedioxy or ethylenedioxy;

alternatively, the bridging portion of ring D is absent, and ring E is selected from pyrrolyl, pyrazolyl, imidazolyl, isoxazolyl, oxazolyl, triazolyl, thienyl, and thiazolyl, and ring E is substituted with 0-2 $R^c$;

$R^c$ is selected from $C_{1-4}$ alkyl, F, Cl, Br, I, OH, $OCH_3$, $OCH_2CH_3$, $OCH(CH_3)_2$, $OCH_2CH_2CH_3$, CN, $C(=NR^8)NR^7R^9$, $NHC(=NR^8)NR^7R^9$, $NR^8CH(=NR^7)$, $NH_2$, $NH(C_{1-3}$ alkyl), $N(C_{1-3}$ alkyl$)_2$, $C(=NH)NH_2$, $CH_2NH_2$, $CH_2NH(C_{1-3}$ alkyl), $CH_2N(C_{1-3}$ alkyl$)_2$, $CH_2CH_2NH_2$, $CH_2CH_2NH(C_{1-3}$ alkyl), $CH_2CH_2N(C_{1-3}$ alkyl$)_2$, $(CR^8R^9)_tNR^7R^8$, $(CR^8R^9)_tC(O)NR^7R^8$,

$(CR^8R^9)_tC(O)H$, $(CR^8R^9)_tC(O)R^{2c}$, $(CR^8R^9)_tNR^7C(O)R^7$, $(CR^8R^9)_tS(O)_pNR^7R^8$, $(CR^8R^9)_tNR^7S(O)_pR^{3f}$, $(CR^8R^9)_tS(O)R^{3f}$, $(CR^8R^9)_tS(O)_2R^{3f}$, and $OCF_3$;

A is selected from:

$C_{3-10}$ carbocyclic residue substituted with 0-2 $R^4$, and

5-12 membered heterocyclic system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 $R^4$;

provided that B and ring M are attached to different atoms on A;

B is selected from: Y and X-Y;

X is selected from $-(CR^2R^{2a})_{1-4}-$, $-CR^2(CR^2R^{2b})(CH_2)_t-$, $-C(O)-$, $-C(=NR^{1c})-$, $-CR^2(NR^{1c}R^2)-$, $-CR^2(OR^2)-$, $-CR^2(SR^2)-$, $-C(O)CR^2R^{2a}-$, $-CR^2R^{2a}C(O)$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-SCR^2R^{2a}-$, $-S(O)CR^2R^{2a}-$, $-S(O)_2CR^2R^{2a}-$, $-CR^2R^{2a}S-$, $-CR^2R^{2a}S(O)-$, $-CR^2R^{2a}S(O)_2-$, $-S(O)_2NR^2-$, $-NR^2S(O)_2-$, $-NR^2S(O)_2CR^2R^{2a}-$, $-CR^2R^{2a}S(O)_2NR^2-$, $-NR^2S(O)_2NR^2-$, $-C(O)NR^2-$, $-NR^2C(O)-$, $-C(O)NR^2CR^2R^{2a}-$, $-NR^2C(O)CR^2R^{2a}-$, $-CR^2R^{2a}C(O)NR^2-$, $-CR^2R^{2a}NR^2C(O)-$, $-NR^2C(O)O-$, $-OC(O)NR^2-$, $-NR^2C(O)NR^2-$, $-NR^2-$, $-NR^2CR^2R^{2a}-$, $-CR^2R^{2a}NR^2-$, O, $-CR^2R^{2a}O-$, and $-OCR^2R^{2a}-$;

Y is selected from:

$-(CH_2)_rNR^2R^{2a}$, provided that X-Y do not form a N-N, O-N, or S-N bond,

$C_{3-10}$ carbocyclic residue substituted with 0-2 $R^{4a}$, and

5-10 membered heterocyclic system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 $R^{4a}$;

provided that B and Y are other than tetrazolyl;

Z is selected from H, $S(O)_2NHR^3$, $C(O)R^3$, $C(O)NHR^3$, $C(O)OR^{3f}$, $S(O)R^{3f}$, $S(O)_2R^{3f}$,
$C_{1-6}$ alkyl substituted with 0-2 $R^{1a}$;
$C_{2-6}$ alkenyl substituted with 0-2 $R^{1a}$;
$C_{2-6}$ alkynyl substituted with 0-2 $R^{1a}$;
cycloalkyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;
heterocyclyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;
aryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;
heteroaryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;

$R^{1a}$, is selected from H, $-(CH_2)_r-R^{1b}$, $-CH=CH-R^{1b}$, $NCH_2R^{1c}$, $OCH_2R^{1c}$, $S(O)_pCH_2R^{1c}$, $NH(CH_2)_2(CH_2)_tR^{1b}$, $O(CH_2)_2(CH_2)_tR^{1b}$, and $S(CH_2)_2(CH_2)_tR^{1b}$, provided that $R^{1a}$ forms other than an N-halo, N-N, N-S, N-O, or N-CN bond with the group to which it is attached;

alternatively, when two $R^{1a}$s are attached to adjacent atoms, together with the atoms to which they are attached they form a 5-7 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, this ring being substituted with 0-2 $R^{4b}$ and 0-1 Z, comprising: 0-3 double bonds;

$R^{1b}$ is selected from H, $C_{1-3}$ alkyl, F, Cl, Br, I, CN, CHO, $(CF_2)_rCF_3$, $(CH_2)_rOR^2$, $NR^2R^{2a}$, $C(O)R^{2c}$, $C(O)OR^2$,

$OC(O)R^2$, $(CF_2)_rCO_2R^{2a}$, $S(O)_pR^{2b}$, $NR^2(CH_2)_rOR^2$, $C(=NR^{2c})NR^2R^{2a}$, $NR^2C(O)R^{2b}$, $NR^2C(O)NHR^{2b}$, $NR^2C(O)_2R^{2a}$, $OC(O)NR^{2a}R^{2b}$, $C(O)NR^2R^{2a}$, $C(O)NR^2(CH_2)_rOR^2$, $SO_2NR^2R^{2a}$, $NR^2SO_2R^{2b}$, $C_{3-10}$ carbocycle substituted with 0-2 $R^{4a}$, and 5-10 membered heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-2 $R^{4a}$, provided that $R^{1b}$ forms other than an N-halo, N-N, N-S, N-O, or N-CN bond with the group to which it is attached;

$R^{1c}$ is selected from H, $CH(CH_2OR^2)_2$, $C(O)R^{2c}$, $C(O)NR^2R^{2a}$, $S(O)R^{2b}$, $S(O)_2R^{2b}$, and $SO_2NR^2R^{2a}$;

$R^2$, at each occurrence, is selected from H, $CF_3$, $C_{1-6}$ alkyl optionally substituted with 0-2 $R^{4b}$, benzyl, a $C_{3-10}$ carbocyclic-$(CH_2)_r$- residue substituted with 0-2 $R^{4b}$, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 $R^{4b}$;

$R^{2a}$, at each occurrence, is selected from H, $CF_3$, $C_{1-6}$ alkyl optionally substituted with 0-2 $R^{4b}$, benzyl, a $C_{3-10}$ carbocyclic-$(CH_2)_r$- residue substituted with 0-2 $R^{4b}$, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 $R^{4b}$;

alternatively, $R^2$ and $R^{2a}$, together with the atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated or unsaturated ring

substituted with 0-2 $R^{4b}$ and containing from 0-1 additional heteroatoms selected from the group consisting of N, O, and S;

$R^{2b}$, at each occurrence, is selected from $CF_3$, $C_{1-4}$ alkoxy, $C_{1-6}$ alkyl, benzyl, $C_{3-10}$ carbocyclic-$(CH_2)_r$- residue substituted with 0-2 $R^{4b}$, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 $R^{4b}$;

$R^{2c}$, at each occurrence, is selected from $CF_3$, OH, $C_{1-4}$ alkoxy, $C_{1-6}$ alkyl, benzyl, $C_{3-10}$ carbocyclic-$(CH_2)_r$- residue substituted with 0-2 $R^{4b}$, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 $R^{4b}$;

$R^3$, at each occurrence, is selected from H,
$C_{1-6}$ alkyl substituted with 0-2 $R^{1a}$;
$C_{2-6}$ alkenyl substituted with 0-2 $R^{1a}$;
$C_{2-6}$ alkynyl substituted with 0-2 $R^{1a}$;
cycloalkyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;
heterocyclyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;
aryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;
heteroaryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;

$R^{3a}$ and $R^{3b}$, at each occurrence, are independently selected from H, $C_{1-4}$ alkyl, phenyl, and benzyl;

$R^{3c}$, at each occurrence, is selected from $C_{1-4}$ alkyl, phenyl, and benzyl;

$R^{3d}$, at each occurrence, is selected from H and $C_{1-4}$ alkyl;

$R^{3e}$, is selected from H, $S(O)_2NHR^3$, $C(O)R^3$, $C(O)NHR^3$, $C(O)OR^{3f}$, $S(O)R^{3f}$, $S(O)_2R^{3f}$, $C_{1-6}$ alkyl substituted with 0-2 $R^{1a}$; $C_{2-6}$ alkenyl substituted with 0-2 $R^{1a}$; $C_{2-6}$ alkynyl substituted with 0-2 $R^{1a}$; cycloalkyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$; heterocyclyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$; aryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$; heteroaryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;

$R^{3f}$, at each occurrence, is selected from: $C_{1-6}$ alkyl substituted with 0-2 $R^{1a}$; $C_{2-6}$ alkenyl substituted with 0-2 $R^{1a}$; $C_{2-6}$ alkynyl substituted with 0-2 $R^{1a}$; cycloalkyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$; heterocyclyl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$; aryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$; heteroaryl($C_{0-4}$ alkyl)- substituted with 0-3 $R^{1a}$;

$R^4$, at each occurrence, is selected from H, =O, $(CH_2)_rOR^2$, F, Cl, Br, I, $C_{1-4}$ alkyl, -CN, $NO_2$, $(CH_2)_rNR^2R^{2a}$, $(CH_2)_rC(O)R^{2c}$, $NR^2C(O)R^{2b}$, $C(O)NR^2R^{2a}$, $NR^2C(O)NR^2R^{2a}$, $C(=NR^2)NR^2R^{2a}$, $C(=NS(O)_2R^{3f})NR^2R^{2a}$, $NHC(=NR^2)NR^2R^{2a}$, $C(O)NHC(=NR^2)NR^2R^{2a}$, $SO_2NR^2R^{2a}$, $NR^2SO_2NR^2R^{2a}$, $NR^2SO_2$-$C_{1-4}$ alkyl, $NR^2SO_2R^{3f}$, $S(O)_pR^{3f}$, $(CF_2)_rCF_3$, $NCH_2R^{1c}$, $OCH_2R^{1c}$, $SCH_2R^{1c}$, $N(CH_2)_2(CH_2)_tR^{1b}$, $O(CH_2)_2(CH_2)_tR^{1b}$, $S(CH_2)_2(CH_2)_tR^{1b}$, and 5-6 membered carbocycle substituted with 0-1 $R^5$, and a 5-6

membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 $R^5$;

$R^{4a}$, at each occurrence, is selected from H, =O, $(CH_2)_rOR^2$, $(CH_2)_r$-F, $(CH_2)_r$-Br, $(CH_2)_r$-Cl, $C_{1-4}$ alkyl, -CN, $NO_2$, $(CH_2)_rNR^2R^{2a}$, $(CH_2)_rC(O)R^{2c}$, $NR^2C(O)R^{2b}$, $C(O)NR^2R^{2a}$, $(CH_2)_rN=CHOR^3$, $C(O)NH(CH_2)_2NR^2R^{2a}$, $NR^2C(O)NR^2R^{2a}$, $C(=NR^2)NR^2R^{2a}$, $NHC(=NR^2)NR^2R^{2a}$, $SO_2NR^2R^{2a}$, $NR^2SO_2NR^2R^{2a}$, $NR^2SO_2$-$C_{1-4}$ alkyl, $C(O)NHSO_2$-$C_{1-4}$ alkyl, $NR^2SO_2R^{3f}$, $S(O)_pR^{3f}$, $(CF_2)_rCF_3$, and 5-6 membered carbocycle substituted with 0-1 $R^5$, and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 $R^5$;

$R^{4b}$, at each occurrence, is selected from H, =O, $(CH_2)_rOR^3$, $(CH_2)_r$-F, $(CH_2)_r$-Cl, $(CH_2)_r$-Br, $(CH_2)_r$-I, $C_{1-4}$ alkyl, $(CH_2)_r$-CN, $(CH_2)_r$-$NO_2$, $(CH_2)_rNR^3R^{3a}$, $(CH_2)_rC(O)R^3$, $(CH_2)_rC(O)OR^{3c}$, $(CH_2)_r$-$NR^3C(O)R^{3a}$, $(CH_2)_r$-$C(O)NR^3R^{3a}$, $(CH_2)_r$-$NR^3C(O)NR^3R^{3a}$, $(CH_2)_r$-$C(=NR^3)NR^3R^{3a}$, $(CH_2)_r$-$NR^3C(=NR^3)NR^3R^{3a}$, $(CH_2)_r$-$SO_2NR^3R^{3a}$, $(CH_2)_r$-$NR^3SO_2NR^3R^{3a}$, $(CH_2)_r$-$NR^3SO_2$-$C_{1-4}$ alkyl, $(CH_2)_r$-$NR^3SO_2CF_3$, $(CH_2)_r$-$NR^3SO_2$-phenyl, $(CH_2)_r$-$S(O)_pCF_3$, $(CH_2)_r$-$S(O)_p$-$C_{1-4}$ alkyl, $(CH_2)_r$-$S(O)_p$-phenyl, and $(CF_2)_rCF_3$;

$R^5$, at each occurrence, is selected from H, $C_{1-6}$ alkyl, =O, $(CH_2)_rOR^3$, F, Cl, Br, I, CN, $NO_2$, $(CH_2)_rNR^3R^{3a}$,

$(CH_2)_rC(O)R^3$, $(CH_2)_rC(O)OR^{3c}$, $NR^3C(O)R^{3a}$, $C(O)NR^3R^{3a}$, $NR^3C(O)NR^3R^{3a}$, $CH(=NOR^{3d})$, $C(=NR^3)NR^3R^{3a}$, $NR^3C(=NR^3)NR^3R^{3a}$, $SO_2NR^3R^{3a}$, $NR^3SO_2NR^3R^{3a}$, $NR^3SO_2$-$C_{1-4}$ alkyl, $NR^3SO_2CF_3$, $NR^3SO_2$-phenyl, $S(O)_pCF_3$, $S(O)_p$-$C_{1-4}$ alkyl, $S(O)_p$-phenyl, $(CF_2)_rCF_3$, phenyl substituted with 0-2 $R^6$, naphthyl substituted with 0-2 $R^6$, and benzyl substituted with 0-2 $R^6$;

$R^6$, at each occurrence, is selected from H, OH, $(CH_2)_rOR^2$, halo, $C_{1-4}$ alkyl, CN, $NO_2$, $(CH_2)_rNR^2R^{2a}$, $(CH_2)_rC(O)R^{2b}$, $NR^2C(O)R^{2b}$, $NR^2C(O)NR^2R^{2a}$, $C(=NH)NH_2$, $NHC(=NH)NH_2$, $SO_2NR^2R^{2a}$, $NR^2SO_2NR^2R^{2a}$, and $NR^2SO_2C_{1-4}$ alkyl;

$R^7$, at each occurrence, is selected from H, OH, $C_{1-6}$ alkyl, $C_{1-6}$ alkylcarbonyl, $C_{1-6}$ alkoxy, $C_{1-4}$ alkoxycarbonyl, $(CH_2)_n$-phenyl, $C_{6-10}$ aryloxy, $C_{6-10}$ aryloxycarbonyl, $C_{6-10}$ arylmethylcarbonyl, $C_{1-4}$ alkylcarbonyloxy $C_{1-4}$ alkoxycarbonyl, $C_{6-10}$ arylcarbonyloxy $C_{1-4}$ alkoxycarbonyl, $C_{1-6}$ alkylaminocarbonyl, phenylaminocarbonyl, and phenyl $C_{1-4}$ alkoxycarbonyl;

$R^8$, at each occurrence, is selected from H, $C_{1-6}$ alkyl and $(CH_2)_n$-phenyl;

alternatively, $R^7$ and $R^8$ combine to form a 5-10 membered saturated, partially saturated or unsaturated ring which contains 0-2 additional heteroatoms selected from the group consisting of N, O, and S;

$R^9$, at each occurrence, is selected from H, $C_{1-6}$ alkyl and $(CH_2)_n$-phenyl;

n, at each occurrence, is selected from 0, 1, 2, and 3;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3; and

t, at each occurrence, is selected from 0, 1, 2, and 3;

provided that when ring M is piperidin-2,6-dione and A is phenyl, then:

(i) one of $R^a$ and $R^b$ is other than halo, alkyl, alkoxy, and $CF_3$;

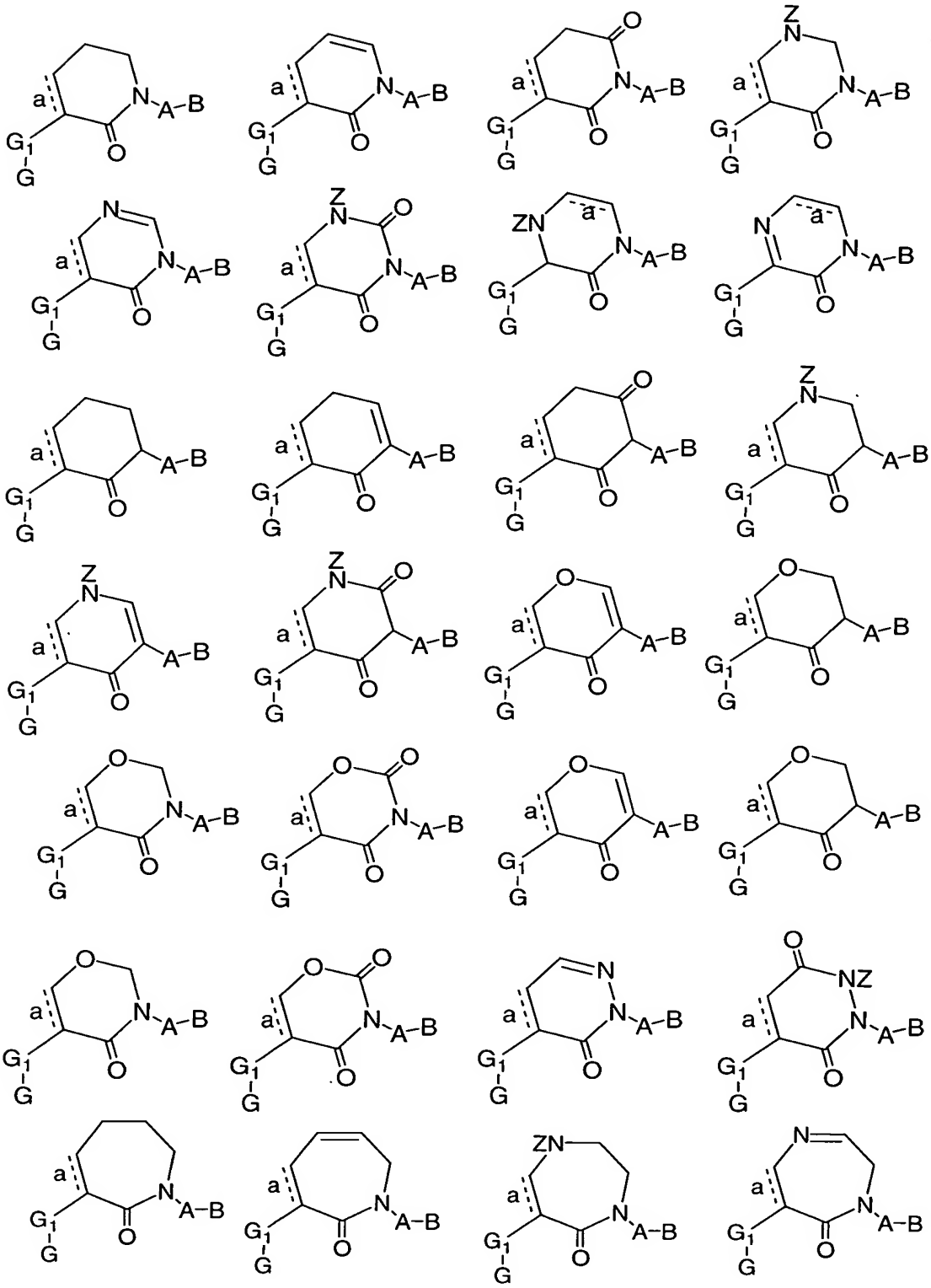
(ii) B is phenyl and $R^{4a}$ is other than alkyl;

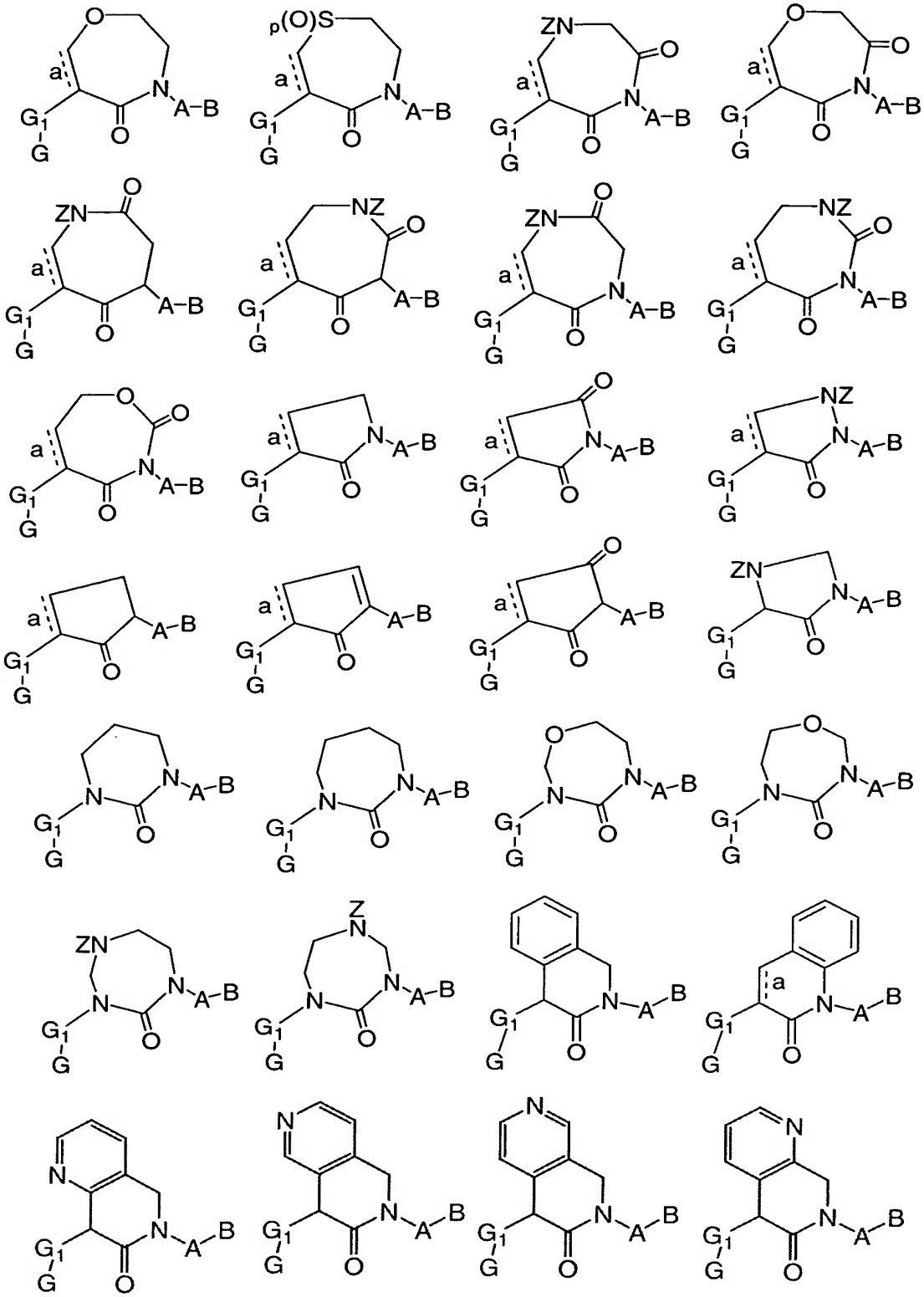
(iii) B is pyridyl or imidazolyl; or

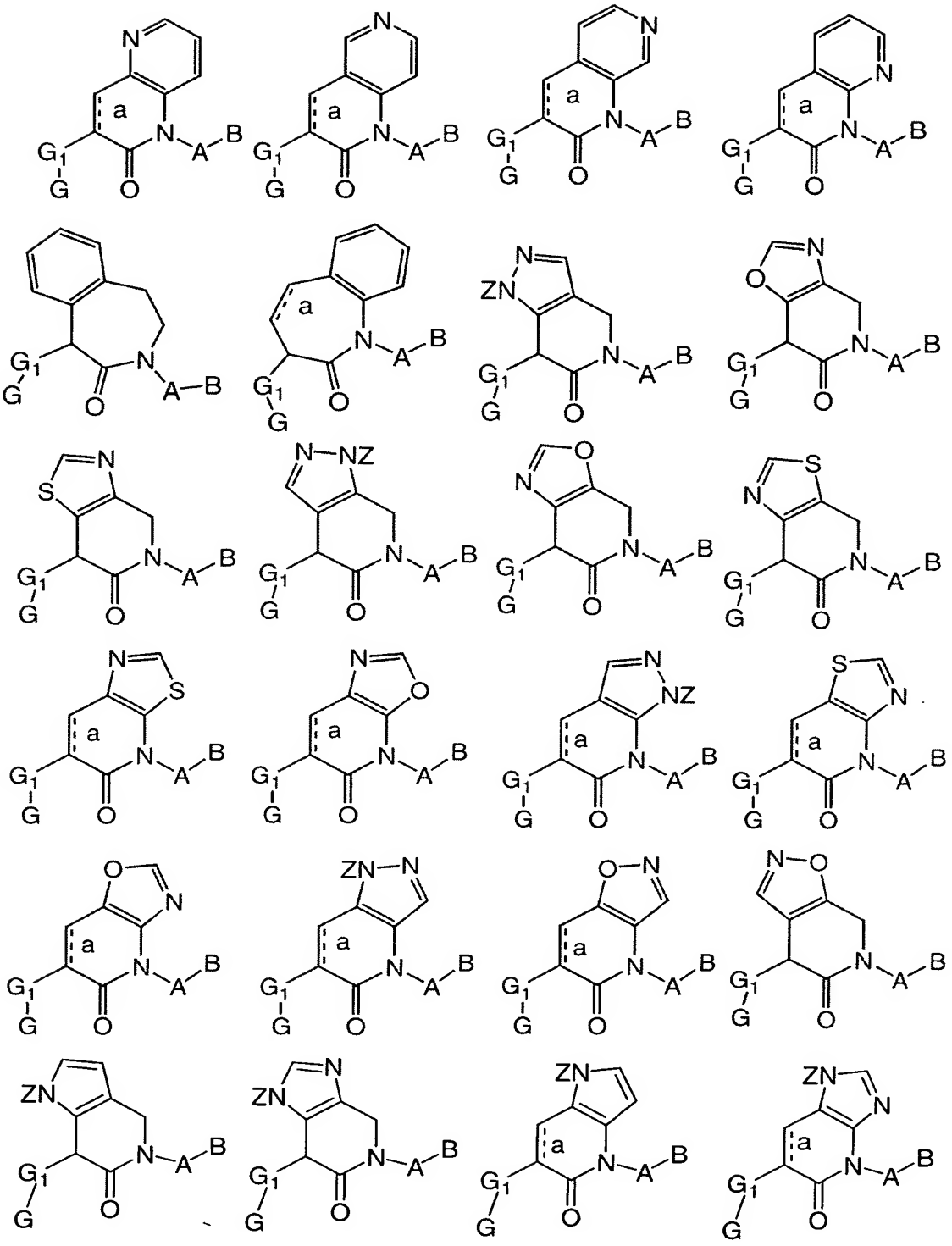
(iv) X is present and is C(O);

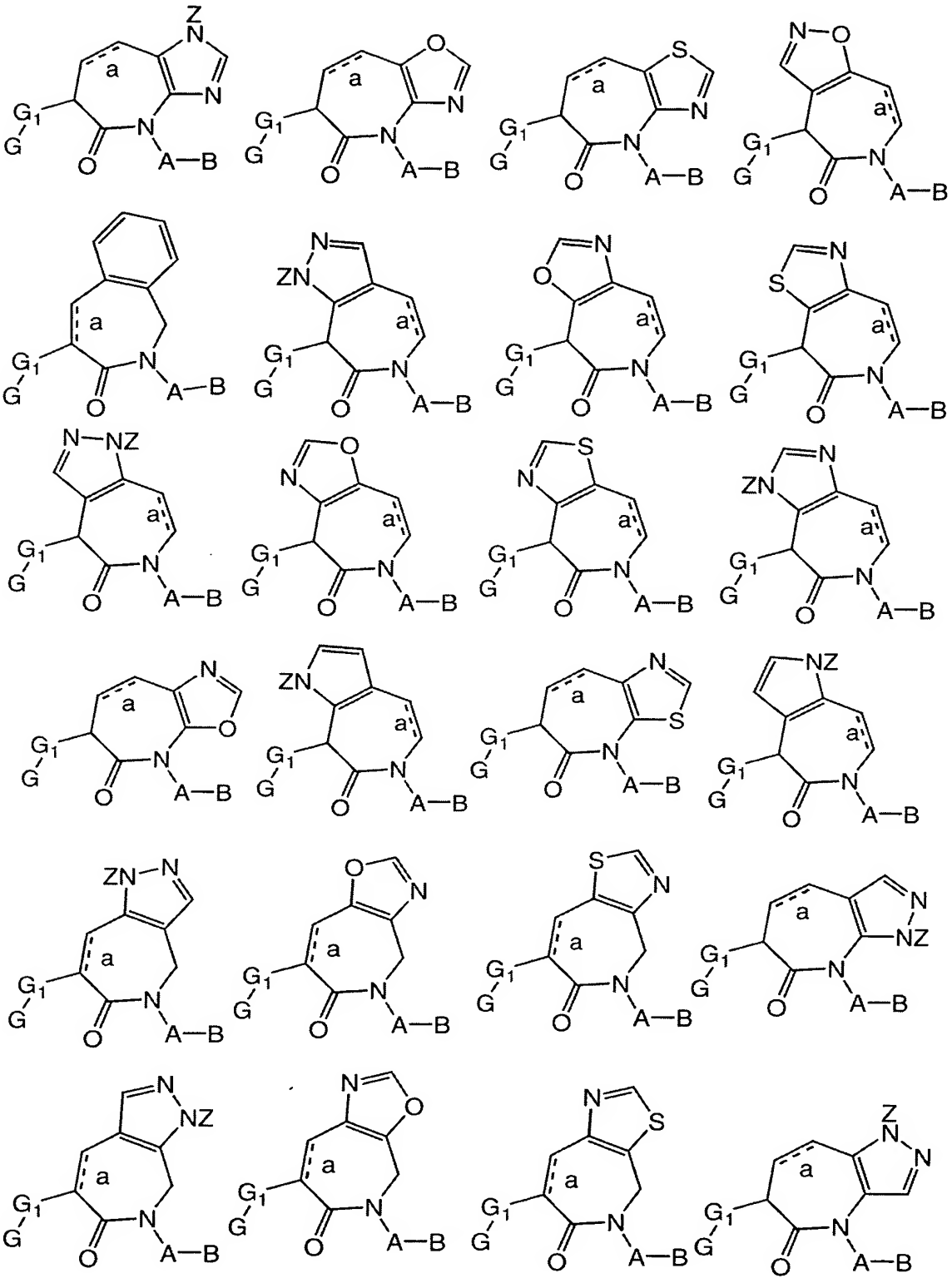
provided that when ring M is oxazolidinone and $G_1$ is $CONHCH_2$, then G is other than thienyl or benzothienyl.

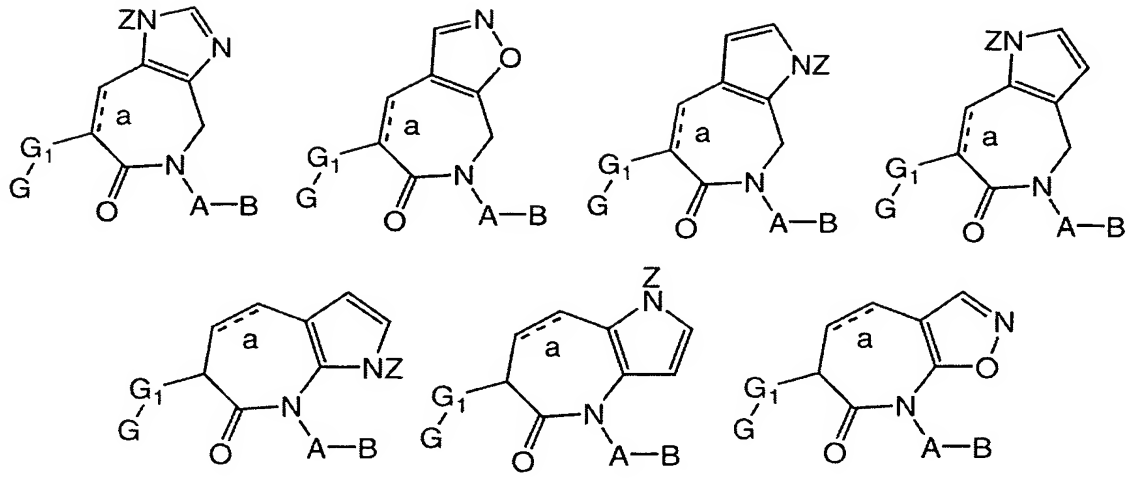
2. A compound according to Claim 1, wherein the compound is selected from the group:











wherein the above formulas are substituted with 0-2 $R^{1a}$ and "a" is a single or double bond;

A is selected from one of the following carbocyclic and heterocyclic systems which are substituted with 0-2 $R^4$;

phenyl, piperidinyl, piperazinyl, pyridyl, pyrimidyl, furanyl, morpholinyl, thienyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolyl, imidazolyl, oxadiazolyl, thiadiazolyl, triazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl;

B is selected from: Y and X-Y;

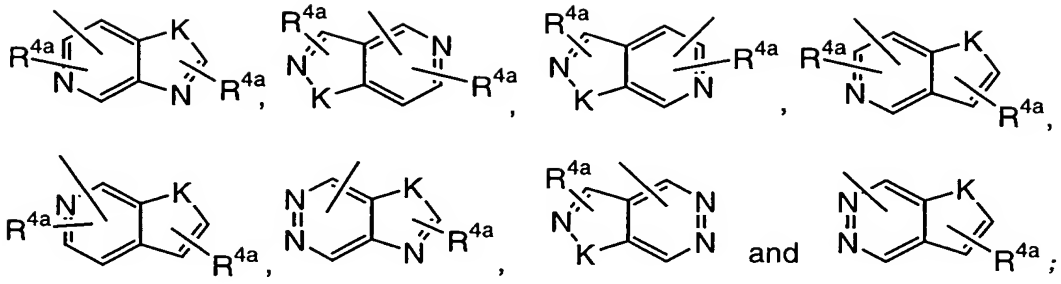
X is selected from $-(CR^2R^{2a})_{1-4}-$, $-C(O)-$, $-C(=NR^{1c})-$, $-CR^2(NR^{1c}R^2)-$, $-C(O)CR^2R^{2a}-$, $-CR^2R^{2a}C(O)$, $-C(O)NR^2-$, $-NR^2C(O)-$, $-C(O)NR^2CR^2R^{2a}-$, $-NR^2C(O)CR^2R^{2a}-$, $-CR^2R^{2a}C(O)NR^2-$, $-CR^2R^{2a}NR^2C(O)-$, $-NR^2C(O)NR^2-$, $-NR^2-$, $-NR^2CR^2R^{2a}-$, $-CR^2R^{2a}NR^2-$, O, $-CR^2R^{2a}O-$, and $-OCR^2R^{2a}-$;

Y is $-(CH_2)_rNR^2R^{2a}$, provided that X-Y do not form a N-N or O-N bond;

alternatively, Y is selected from one of the following carbocyclic and heterocyclic systems which are substituted with 0-2 $R^{4a}$;

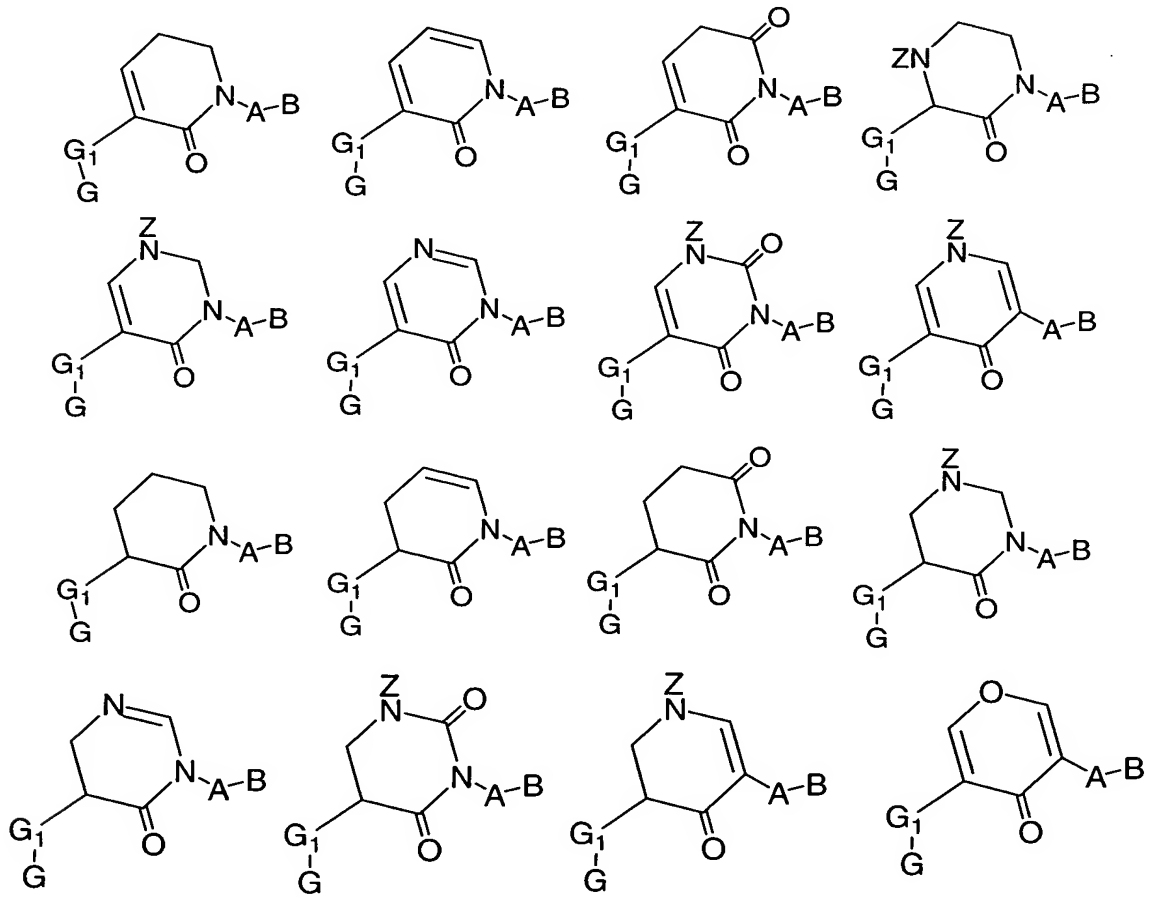
cyclopropyl, cyclopentyl, cyclohexyl, phenyl, piperidinyl, piperazinyl, pyridyl, pyrimidyl, furanyl, morpholinyl, thienyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, isoxazolinyl, thiazolyl, isothiazolyl, pyrazolyl, imidazolyl, oxadiazolyl, thiadiazolyl, triazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl; and

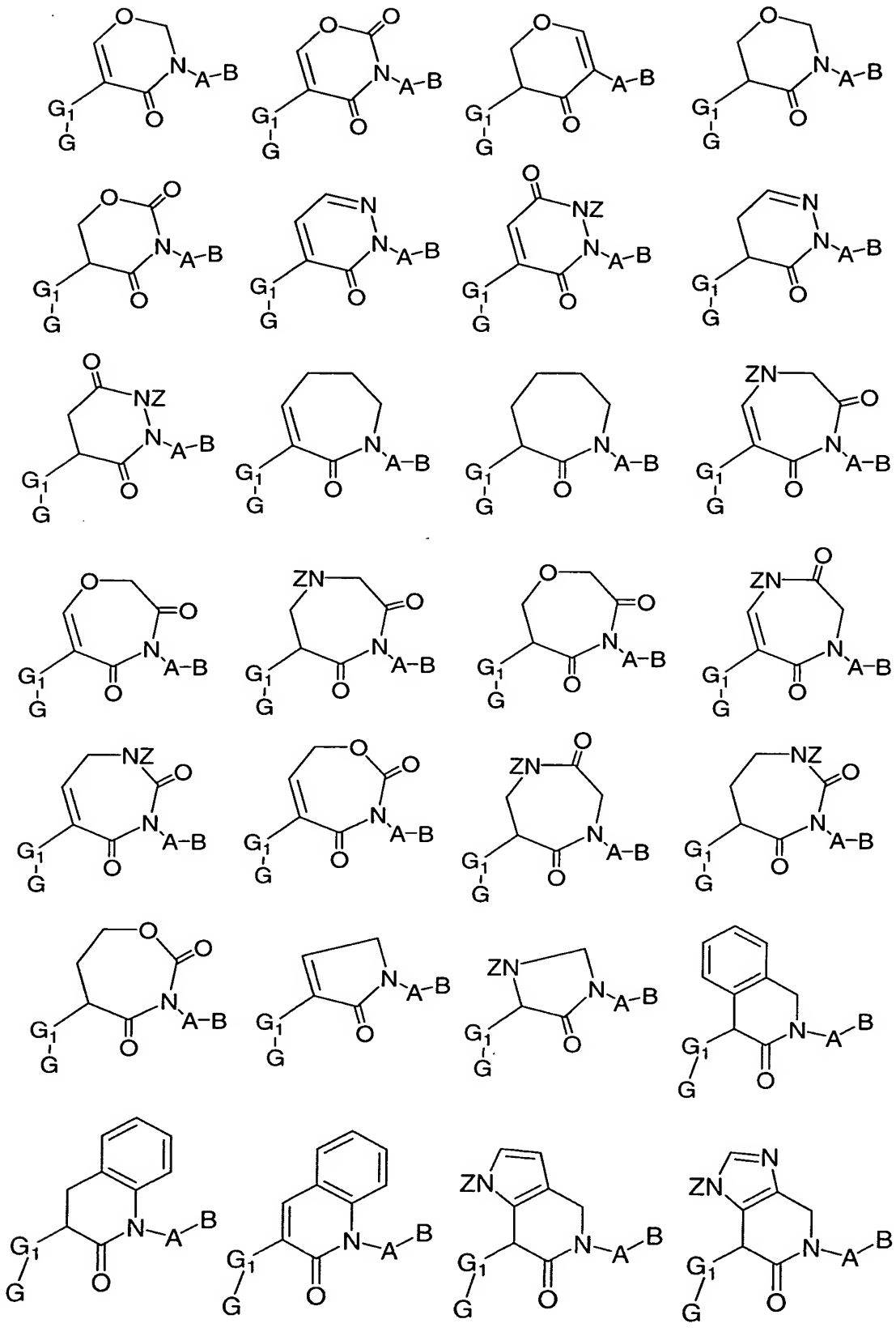
alternatively, Y is selected from the following bicyclic heteroaryl ring systems:

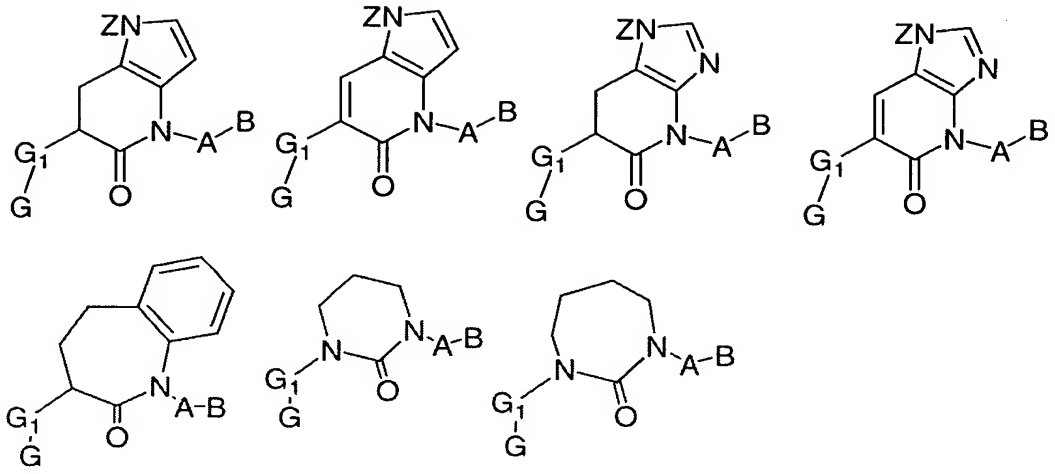


K is selected from O, S, NH, and N.

3. A compound according to Claim 2, wherein the compound is selected from the group:

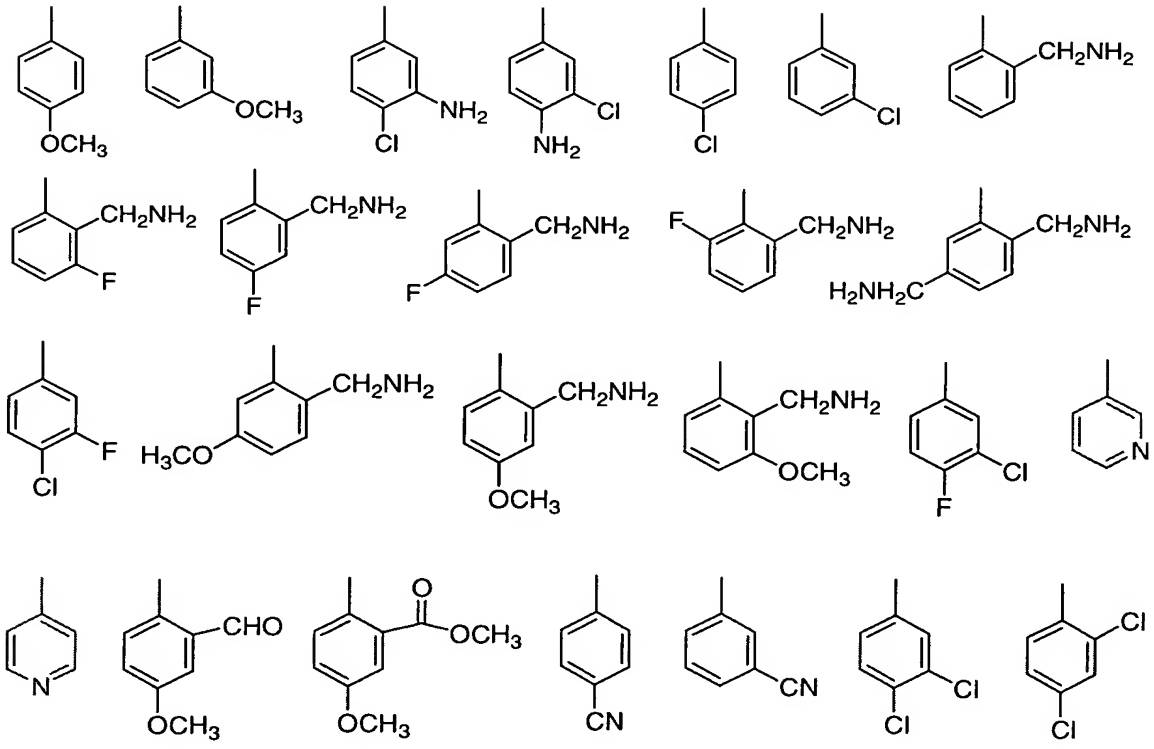


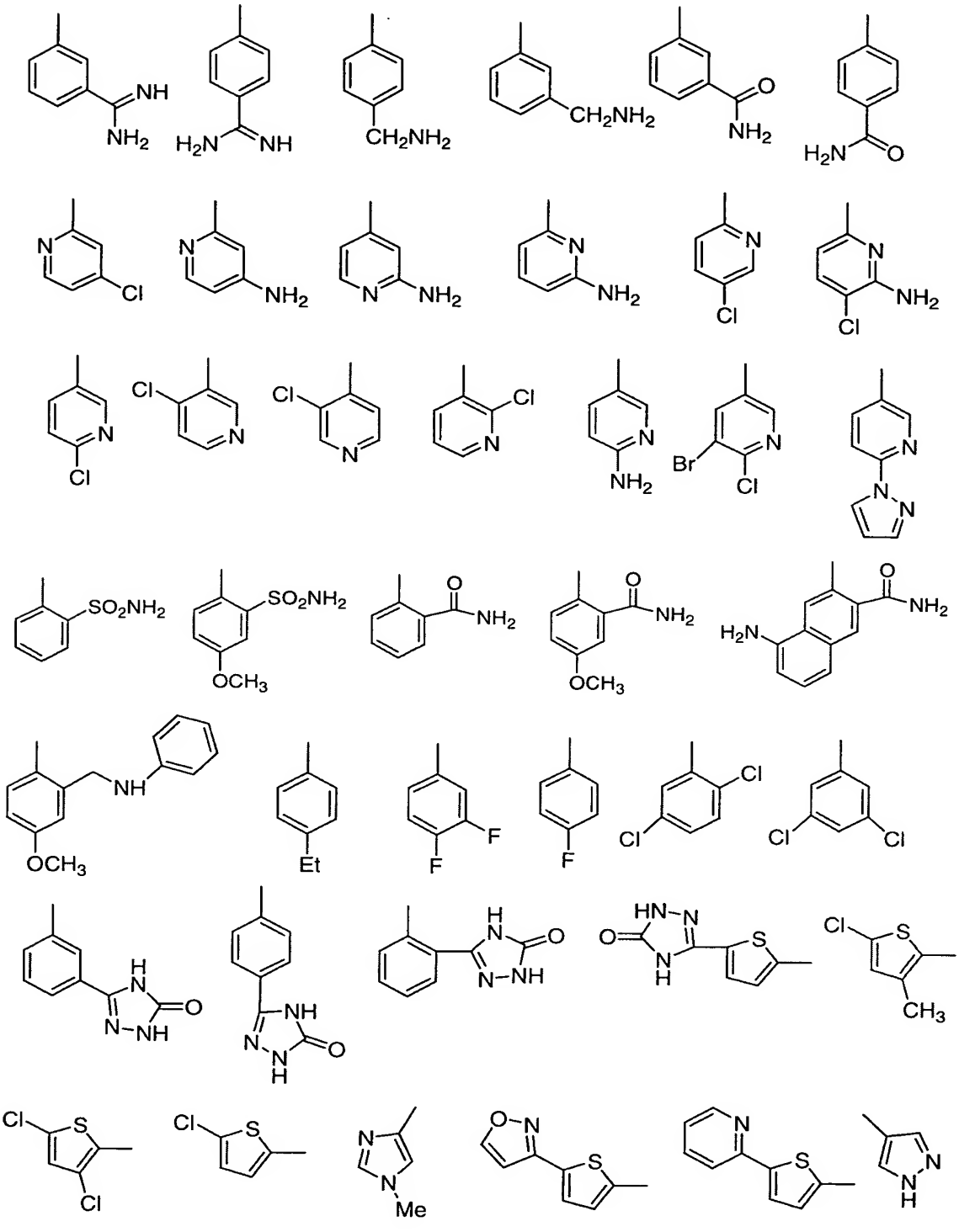


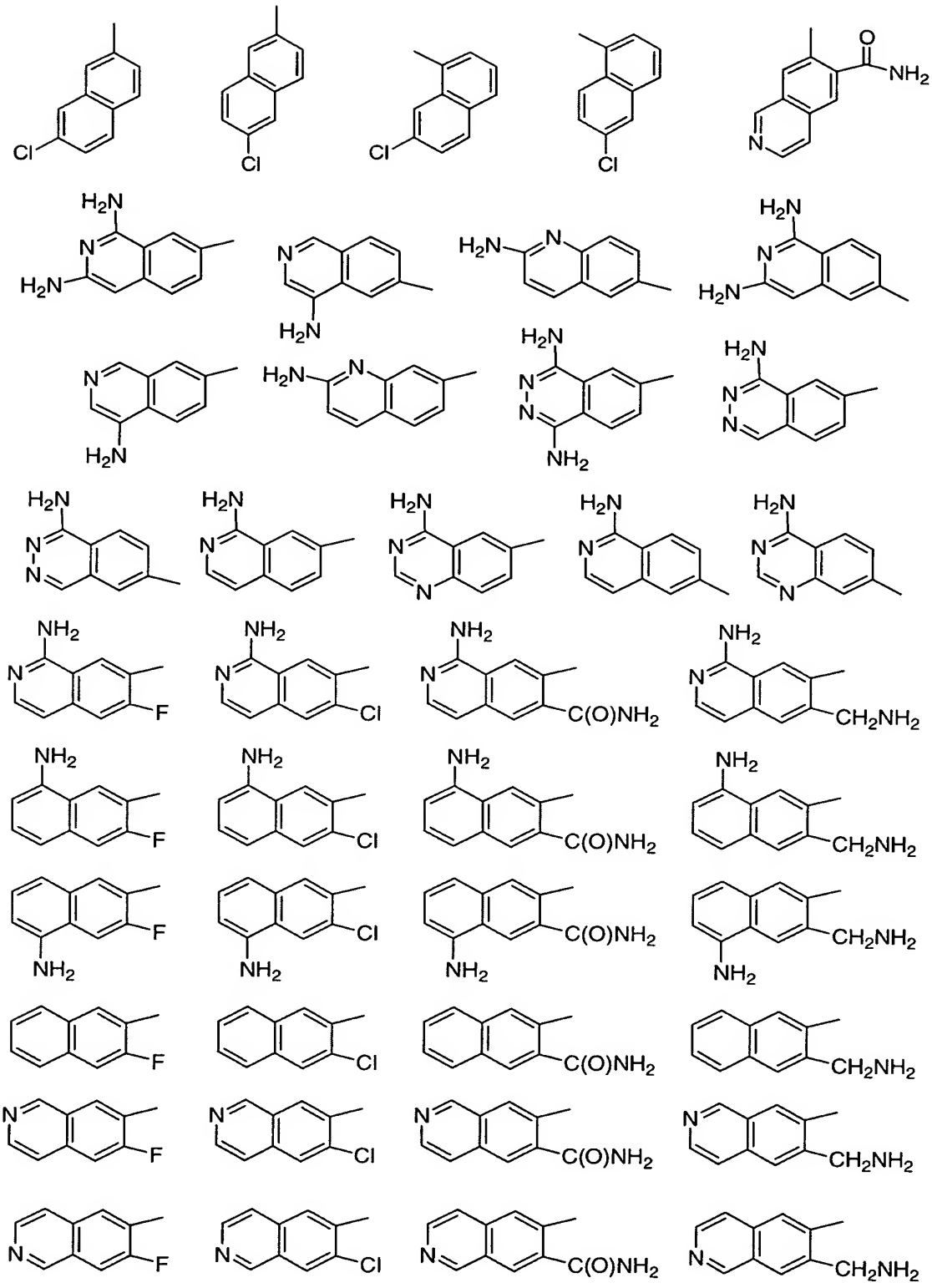


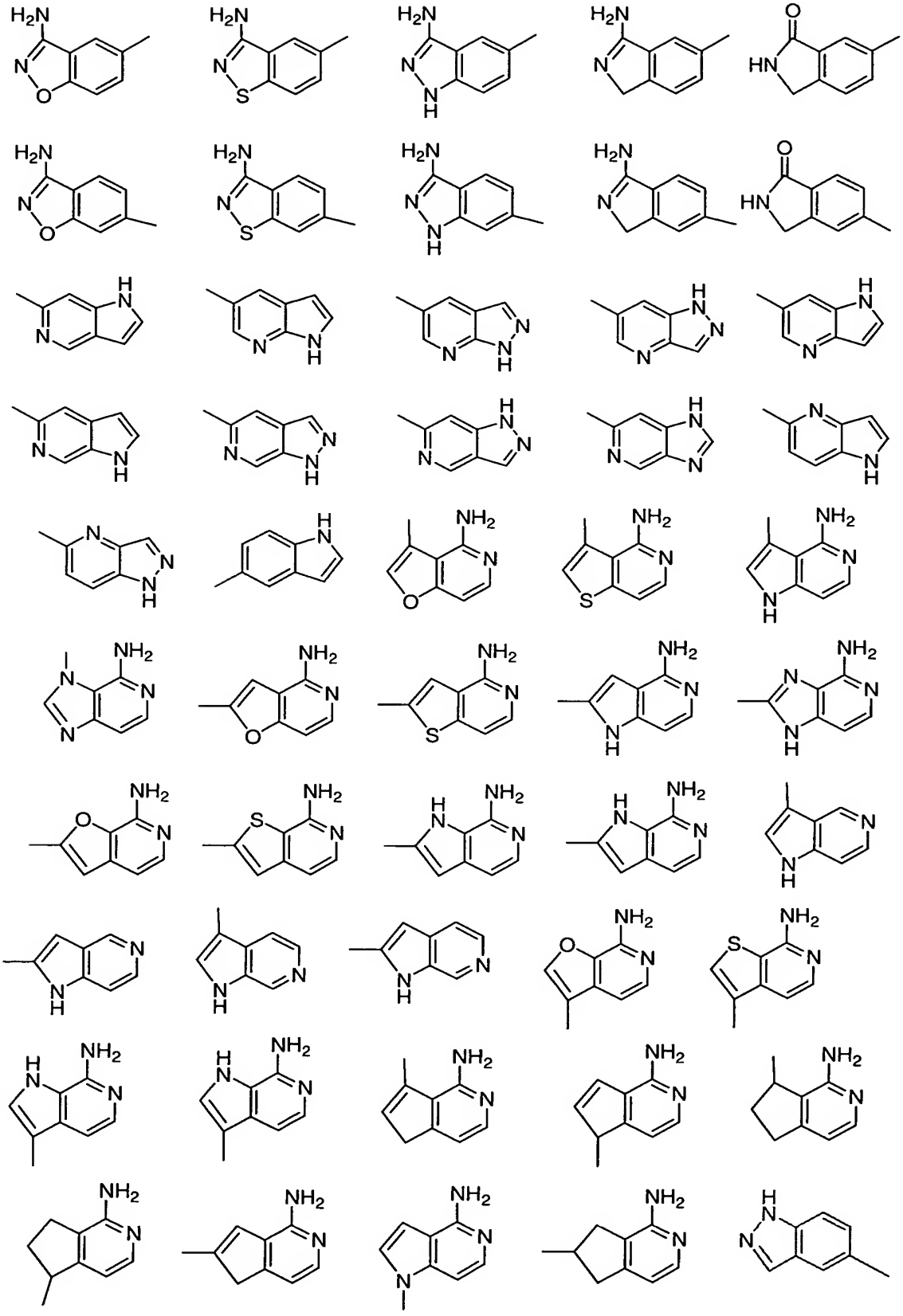
wherein compounds of the above formulas are substituted with 0-2 $R^{1a}$; and

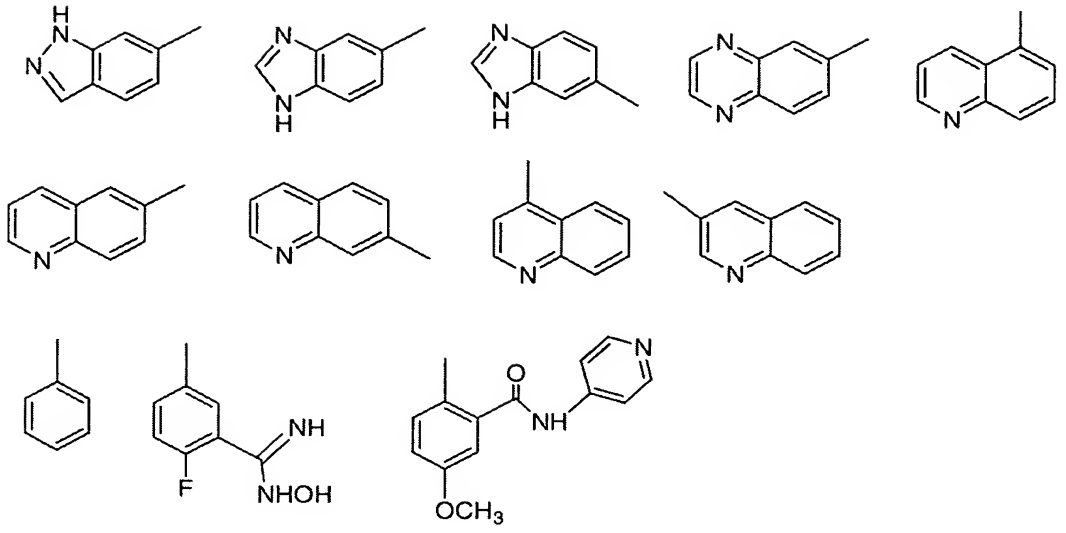
G is selected from the group:



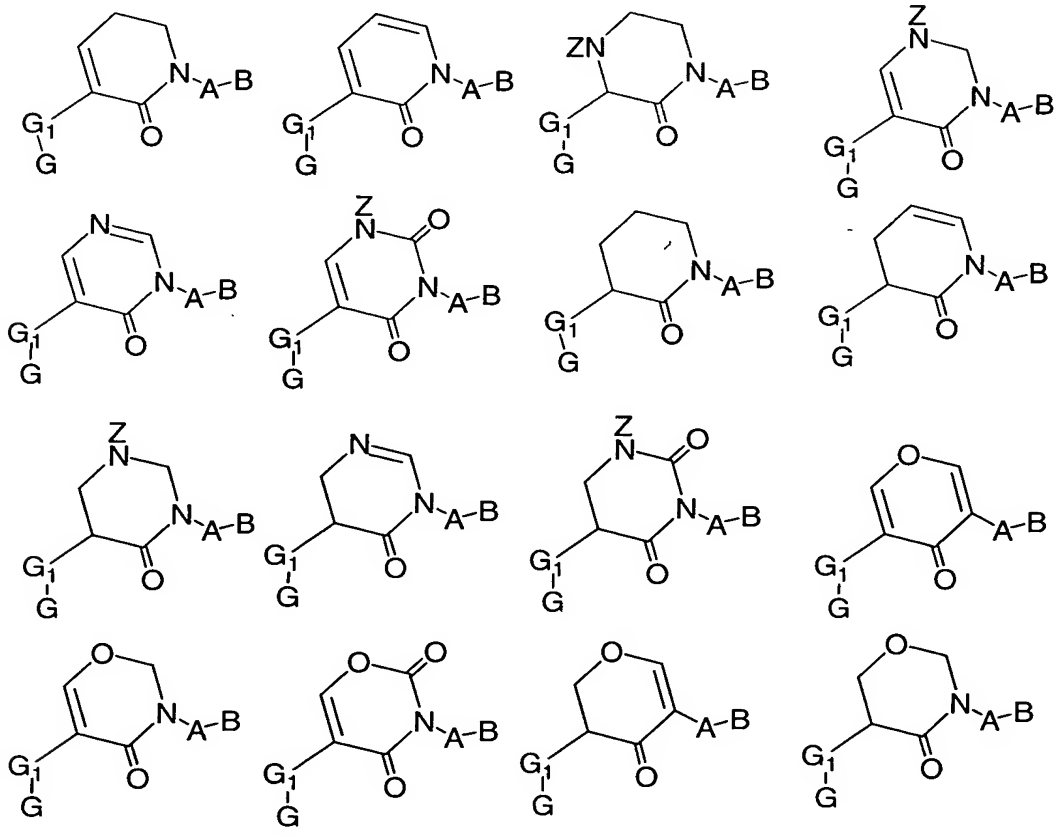


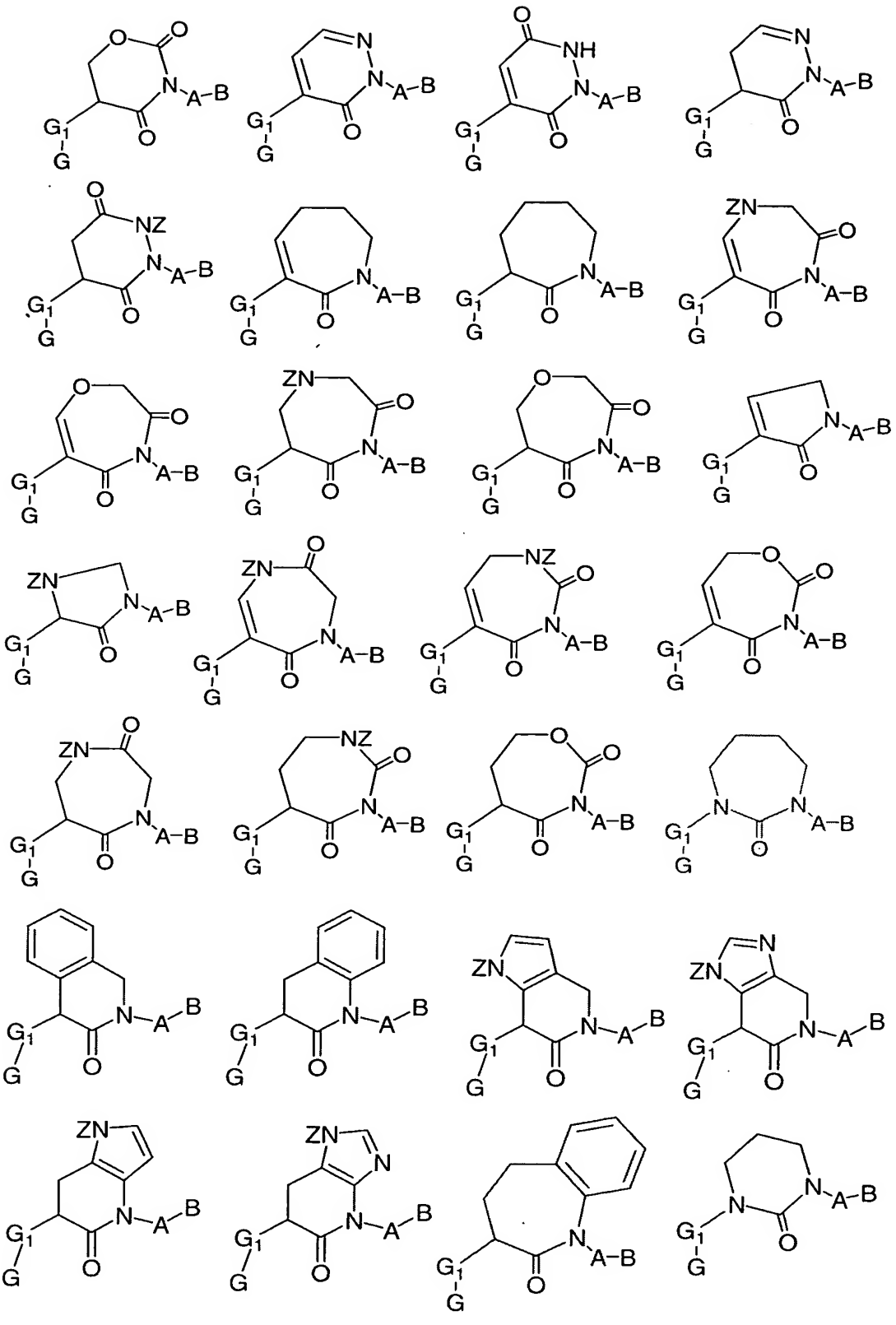






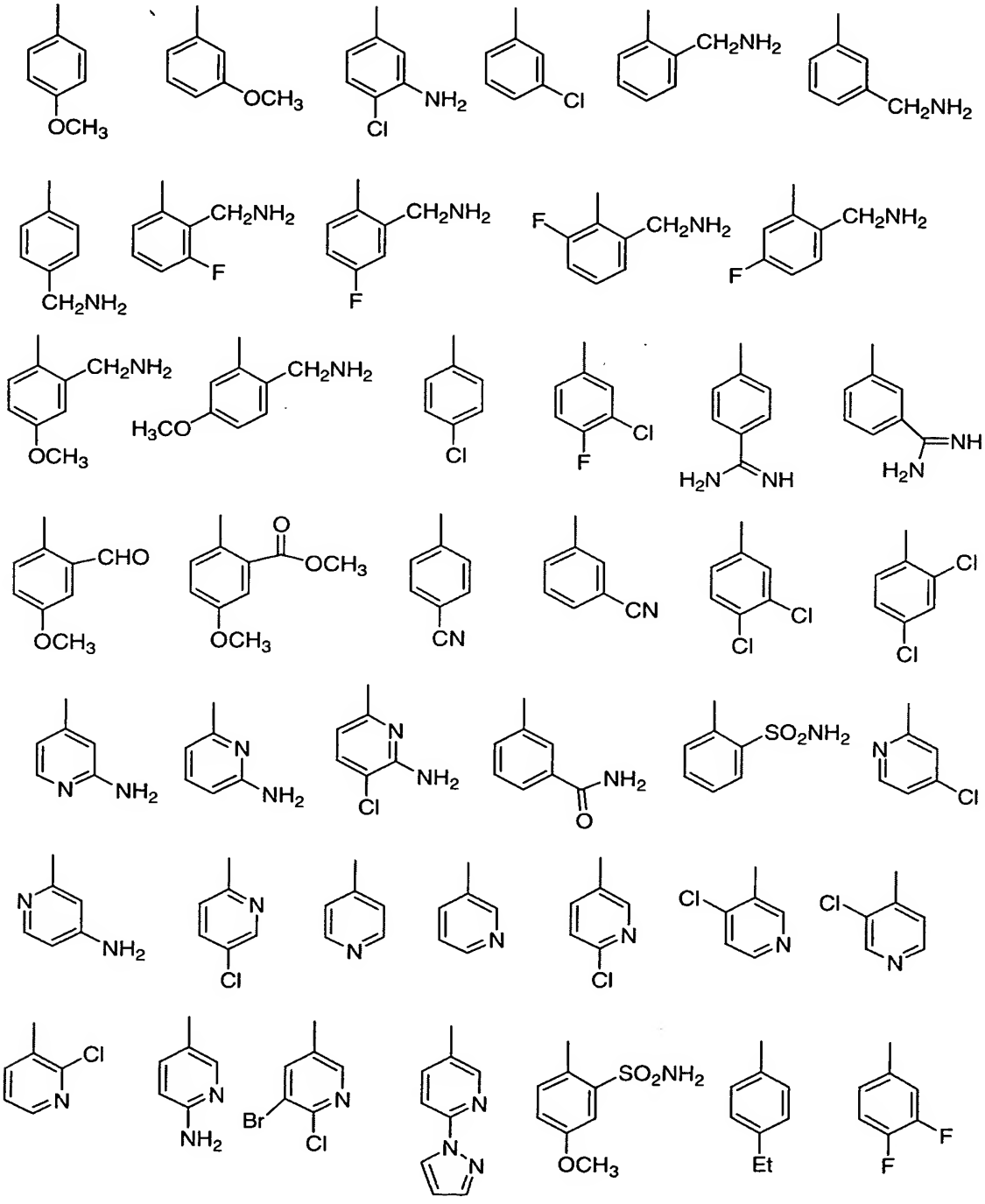
4. A compound according to Claim 3, wherein the compound is selected from the group:

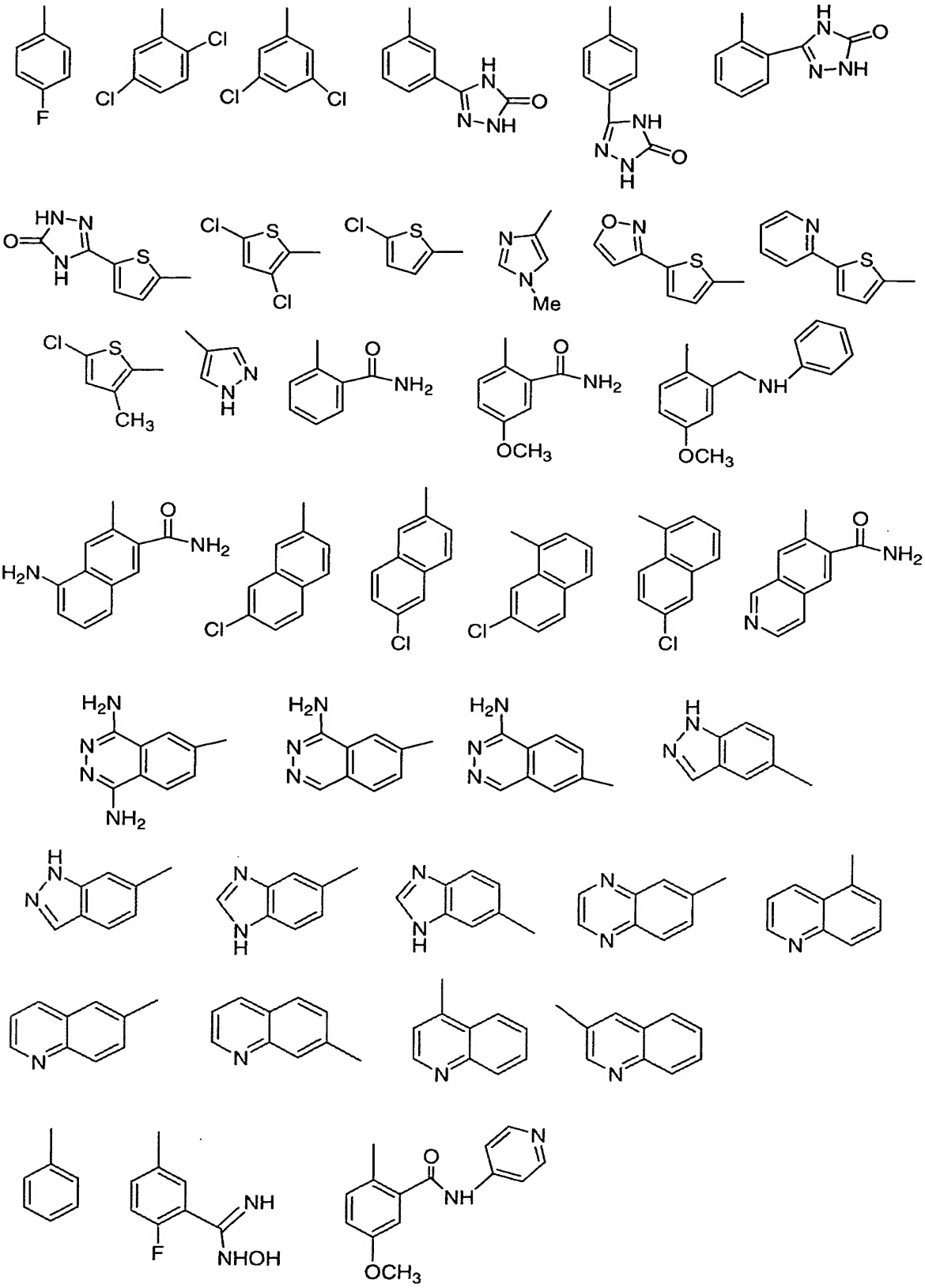


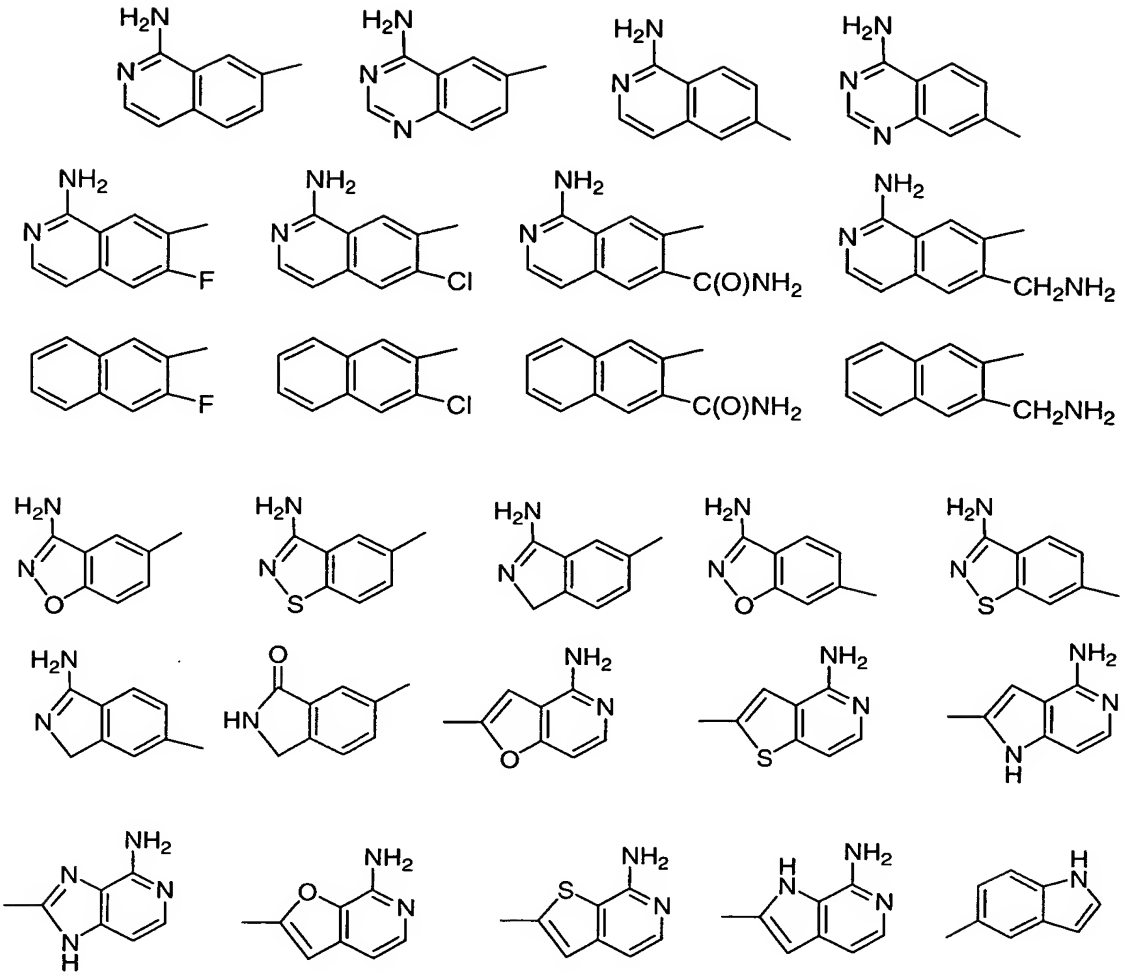


wherein compounds of the above formulas are substituted with 0-2 $R^{1a}$;

G is selected from:







;

$G_1$ is selected from $(CR^{3a}R^{3b})_{1-2}$, $CR^3=CR^3$, $C\equiv C$, $(CHR^{3a})_uC(O)(CHR^{3a})_w$, $(CHR^{3a})_uC(O)O(CHR^{3a})_w$, $(CHR^{3a})_uO(CHR^{3a})_w$, $(CHR^{3a})_uNR^{3e}(CHR^{3a})_w$, $(CHR^{3a})_uC(O)NR^3(CHR^{3a})_w$, $(CHR^{3a})_uNR^3C(O)(CHR^{3a})_w$, $(CHR^{3a})_uS(O)_2(CHR^{3a})_w$, $(CHR^{3a})_uNR^3S(O)_2(CHR^{3a})_w$, and $(CHR^{3a})_uS(O)_2NR^3(CHR^{3a})_w$, wherein u + w total 0, 1, or 2, provided that $G_1$ does not form a N-N or N-O bond with either group to which it is attached;

$R^3$, at each occurrence, is selected from H, $C_{1-4}$ alkyl substituted with 0-2 $R^{1a}$;

$C_{2-4}$ alkenyl substituted with 0-2 $R^{1a}$;

$C_{2-4}$ alkynyl substituted with 0-2 $R^{1a}$;

$C_{3-7}$ cycloalkyl($C_{0-2}$ alkyl)- substituted with 0-3 $R^{1a}$;

heterocyclyl($C_{0-2}$ alkyl)- substituted with 0-3 $R^{1a}$;

aryl($C_{0-2}$ alkyl)- substituted with 0-3 $R^{1a}$;

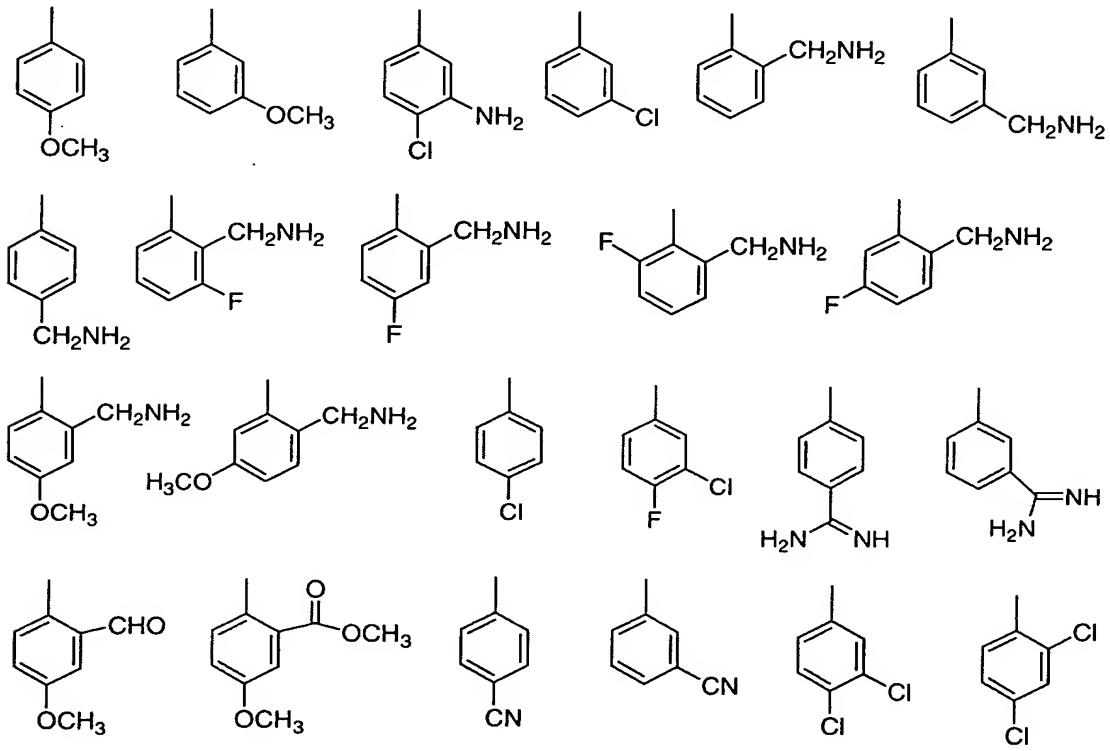
heteroaryl($C_{0-2}$ alkyl)- substituted with 0-3 $R^{1a}$;

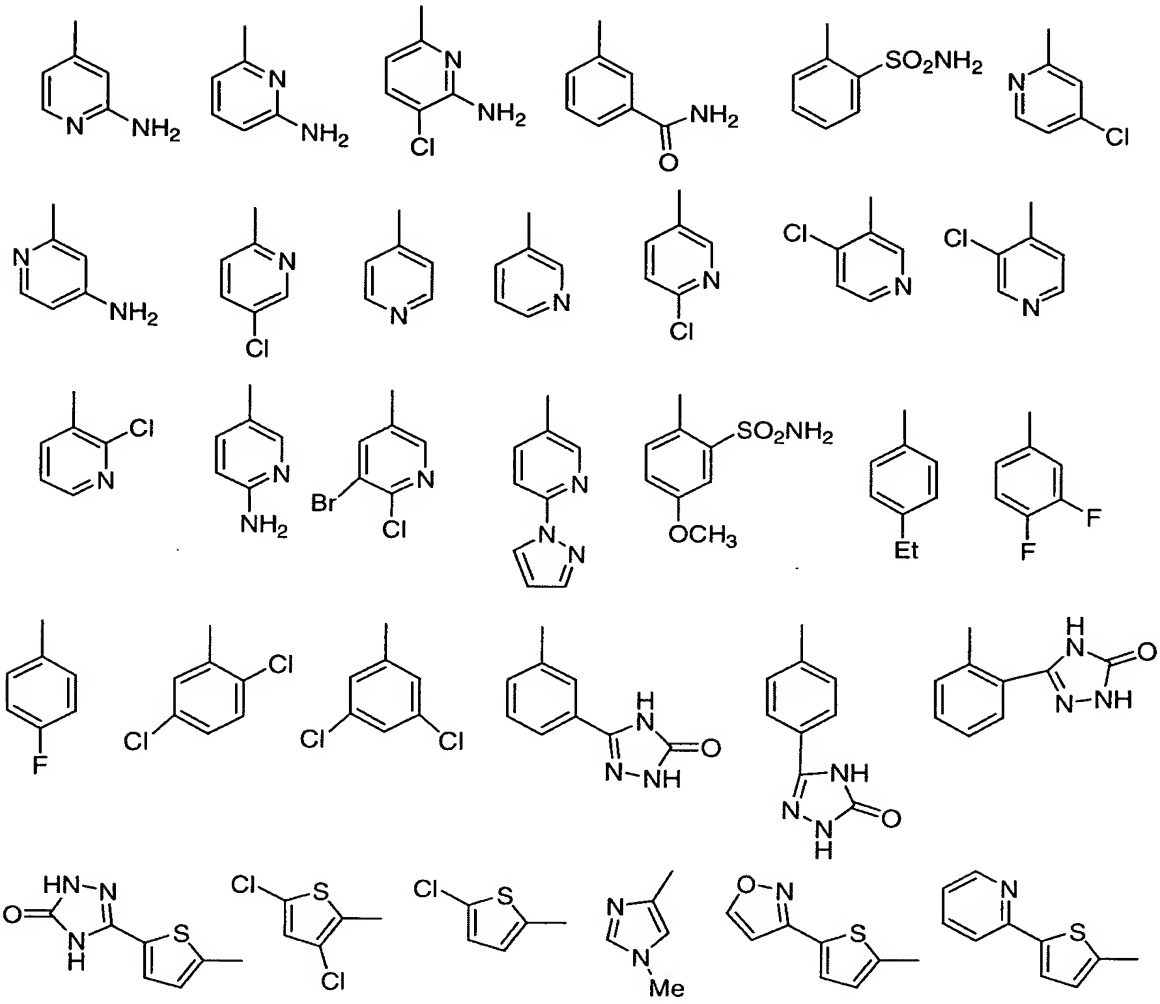
$R^{3a}$, at each occurrence, is selected from H, $C_{1-4}$ alkyl, and benzyl; and

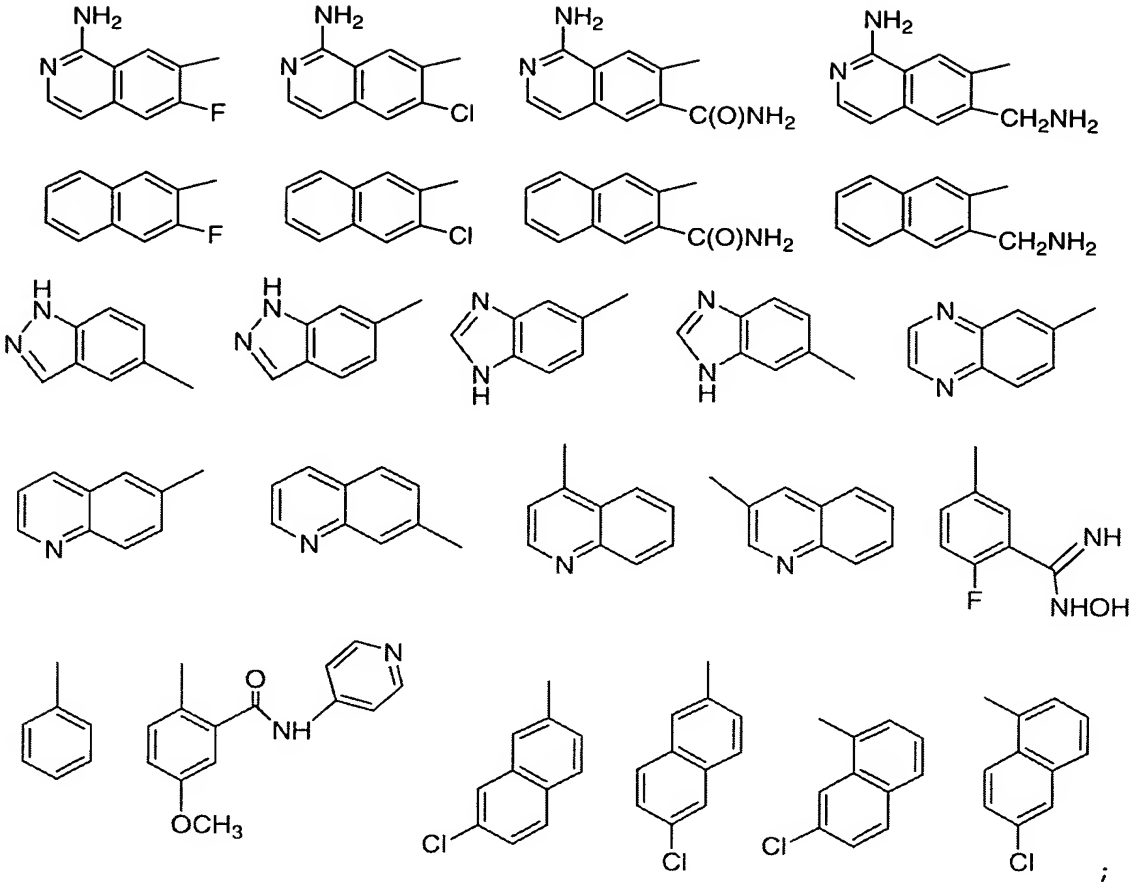
$R^{3b}$, at each occurrence, is selected from H, $C_{1-4}$ alkyl, and benzyl.

5. A compound according to Claim 4, wherein:

G is selected from:







A is selected from phenyl, piperidinyl, pyridyl, and pyrimidyl, and is substituted with 0-2 $R^4$; and,

B is selected from phenyl, pyrrolidino, N-pyrrolidino-carbonyl, morpholino, N-morpholino-carbonyl, 1,2,3-triazolyl, imidazolyl, and benzimidazolyl, and is substituted with 0-1 $R^{4a}$;

$R^2$, at each occurrence, is selected from H, $CH_3$, $CH_2CH_3$, cyclopropylmethyl, cyclobutyl, and cyclopentyl;

$R^{2a}$, at each occurrence, is H or $CH_3$, and $CH_2CH_3$;

alternatively, $R^2$ and $R^{2a}$, together with the atom to which they are attached, combine to form pyrrolidine

substituted with 0-2 $R^{4b}$ or piperidine substituted with 0-2 $R^{4b}$;

$R^4$, at each occurrence, is selected from H, OH, $OR^2$, $(CH_2)OR^2$, $(CH_2)_2OR^2$, F, Br, Cl, I, $C_{1-4}$ alkyl, $NR^2R^{2a}$, $(CH_2)NR^2R^{2a}$, $(CH_2)_2NR^2R^{2a}$, $CF_3$, and $(CF_2)CF_3$;

$R^{4a}$ is selected from H, $C_{1-4}$ alkyl, $CF_3$, $OR^2$, $(CH_2)OR^2$, $(CH_2)_2OR^2$, $NR^2R^{2a}$, $(CH_2)NR^2R^{2a}$, $(CH_2)_2NR^2R^{2a}$, $SR^5$, $S(O)R^5$, $S(O)_2R^5$, $SO_2NR^2R^{2a}$, and 1-$CF_3$-tetrazol-2-yl;

$R^{4b}$, at each occurrence, is selected from H, $CH_3$, and OH;

$R^5$, at each occurrence, is selected from $CF_3$, $C_{1-6}$ alkyl, phenyl, and benzyl; and,

r, at each occurrence, is selected from 0, 1, and 2.

6. A compound according to Claim 5, wherein:

A is selected from the group: phenyl, piperidinyl, 2-pyridyl, 3-pyridyl, 2-pyrimidyl, 2-Cl-phenyl, 3-Cl-phenyl, 2-F-phenyl, 3-F-phenyl, 2-methylphenyl, 2-aminophenyl, and 2-methoxyphenyl; and,

B is selected from the group: 2-(aminosulfonyl)phenyl, 2-(methylaminosulfonyl)phenyl, 1-pyrrolidinocarbonyl, 2-(methylsulfonyl)phenyl, 2-(N,N-dimethylaminomethyl)phenyl, 2-(N,N-diethylaminomethyl)phenyl, 2-(N-methylaminomethyl)phenyl, 2-(N-ethyl-N-methylaminomethyl)phenyl, 2-(N-

pyrrolidinylmethyl)phenyl, 1-methyl-2-imidazolyl, 2-methyl-1-imidazolyl, 2-(dimethylaminomethyl)-1-imidazolyl, 2-(methylaminomethyl)-1-imidazolyl, 2-(N-(cyclopropylmethyl)aminomethyl)phenyl, 2-(N-(cyclobutyl)aminomethyl)phenyl, 2-(N-(cyclopentyl)aminomethyl)phenyl, 2-(N-(4-hydroxypiperidinyl)methyl)phenyl, 2-(N-(3-hydroxypyrrolidinyl)methyl)phenyl, and 2-(N-(2-hydroxyethyl)methylamino)-methyl)phenyl.

7. A compound according to Claim 1, wherein the compound is selected from the group:

3-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzonitrile;

3-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

4-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

3-({1-[2-[(dimethylamino)methyl]-3-fluoro-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzonitrile;

3-({1-[2-[(dimethylamino)methyl]-3-fluoro-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

3-({1-[2'-[(dimethylamino)methyl]-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

3-({1-[2-[(dimethylamino)methyl]-3-fluoro-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}amino)benzene-carboximidamide;

2,4-dichloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}benzamide;

3-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-*N*-methyl-benzamide;

3,4-dichloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

4-fluoro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

4-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

2-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-isonicotinamide;

6-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-6-(1*H*-pyrazol-1-yl)nicotinamide;

1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-2-chloronicotinate;

1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl4-methoxybenzoate;

2-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)-5-methoxybenzaldehyde;

3-[{5-chloro-2-pyridynyl)amino]-1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-piperidinone;

1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-3(4-methoxyphenoxy)-2-piperidinone;

2-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)-5-methoxybenzoate;

3-[3-(aminomethyl)phenoxy]-1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-piperidinone;

3-{[2-(anilinomethyl)-4-methoxyphenyl]oxo}-1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-piperidinone;

3-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

*N*-benzyl-4-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-1*H*-indole-5-carboxamide;

*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-1*H*-pyrazole-4-carboxamide;

*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-isonicotinamide;

*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

6-amino-*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

6-amino-*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

3-{[{1-[2'-aminosulfonyl-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}(benzyl)amino]sulfonyl}benzenecarboximid amide;

3-{[{1-(3-fluoro-2'-aminosulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}(benzyl)amino]sulfonyl} benzenecarboximidamide;

3-{N-benzyl-N-[2-oxo-1-(2'-sulfamoyl-biphenyl-4-yl)-piperidin-3-yl]-sulfamoyl}-benzamidine;

4-chloro-N-[1-3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

6-chloro-N-[1-(3-fluoro-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-naphthalene-2-sulfonamide;

7-chloro-N-[1-(3-fluoro-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-naphthalene-2-sulfonamide;

5-chloro-N-[1-(3-fluoro-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

5-(3-isoxazolyl)-[1-3-fluoro-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

4-fluoro-N-[1-(3-fluoro-1-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

N-[1-(3-fluoro-1-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-4-methoxyl-benzenesulfonamide;

4-ethyl-N-[1-(3-fluoro-1-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-3-methoxyl-benzenesulfonamide;

5-bromo-6-chloro-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-pyridine-3-sulfonamide;

5-(2-pyridyl)-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

3,4-difluoro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

3-chloro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

3,5-dichloro-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

3-cyano-N-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

3-chloro-4-fluoro-N-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide

1-methyl-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-imidazole-4-sulfonamide;

2,5-dichloro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

3,5-dichloro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

5-chloro-N-[1-(2'-diethylaminomethyl-3-fluoro-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

5-chloro-N-[1-(3-fluoro-1-2'-pyrrolidin-1-ylmethyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

5-chloro-N-{1-[3-fluoro-1-2'-(3-hydroxypyrrolidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;

5-chloro-N-{1-[3-fluoro-1-2'-(4-hydroxypiperidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;

N-benzyl-5-chloro-N-[1-(2'-diethylaminomethyl-3-fluoro-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

N-benzyl-5-chloro-N-[1-(3-fluoro-1-2'-pyrrolidin-1-ylmethyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

N-benzyl-5-chloro-N-{1-[3-fluoro-1-2'-(3-hydroxypyrrolidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;

N-benzyl-5-chloro-N-{1-[3-fluoro-1-2'-(4-hydroxypiperidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;

5-chloro-[3-fluoro-1-(2'-{[(2-hydroxy-ethyl)-methyl-amino]-methyl}-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;

3-amino-N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzo[d]isoxazole-5-sulfonamide;

3-(3-amino-benzo[d]isoxazol-5-ylamino)-1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-piperidin-2-one;

2-fluoro-5-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-ylamino]-N-hydroxy-benzamidine;

1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-3-[3-(5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl)-phenylamino]-piperidin-2-one;

N-benzyl-4-chloro-N-[1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

4-chloro-N-methyl-N-[1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

4-chloro-N-ethyl-N-[1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

4-chloro-N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-N-(3-pyridylmethyl)-benzenesulfonamide;

4-chloro-N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-N-(2-pyridylmethyl)-benzenesulfonamide;

3-[[1,2-dihydro-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2-oxo-3-pyridinyl]amino]-benzenecarboximidamide;

3-[(4-methoxyphenyl)amino]-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2(1*H*)-pyridinone;

*N*-[1,2-dihydro-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2-oxo-3-pyridinyl]-4-methoxy-benzamide;

6-chloro-*N*-[1,2-dihydro-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2-oxo-3-pyridinyl]-3-pyridinecarboxamide;

3-[[1,2-dihydro-1-[2'-[(3-hydroxy-1-pyrrolidinyl)methyl][1,1'-biphenyl]-4-yl]-2-oxo-4-(1-pyrrolidinyl)-3-pyridinyl]amino]-benzenecarboximidamide;

3-[[1,2-dihydro-1-[2'-[(3-hydroxy-1-pyrrolidinyl)methyl][1,1'-biphenyl]-4-yl]-2-oxo-4-(1-pyrrolidinyl)-3-pyridinyl]amino]-benzamide;

3-[3-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-tetrahydro-pyrimidin-1-ylmethyl]-benzamidine;

4-benzyloxycarbonyl-3-(4-chlorobenzenesulfonylamino)-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperazine;

4-benzyloxycarbonyl-3-(4-methoxybenzenesulfonylamino)-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperazine;

5-chloro-[2-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-3-oxo-1,2,3,4-tetrahydroisoquinolin-4-yl]-thiophene-2-sulfonamide;

3-[1-(2'-dimethylaminomethyl-biphenyl-4-yl)-2-oxo-azepan-3-ylamino]-benzamidine;

N-[3-benzyl-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-4-chlorobenzamide;

[3-(6-chloro-naphthalene-2-sulfonylamino)-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-acetic acid methyl ester;

N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-3-(5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl)-benzenesulfonamide;

1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-3-[3-(5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl)-phenoxy]-piperidin-2-one;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-pyridin-3-yl-sulfonamide;

5-chloro-3-methyl-N-{1-[3-fluoro-1-2'-(4-hydroxypiperidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-quinolin-3-yl-sulfonamide;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-quinolin-6-yl-sulfonamide;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-quinoxalin-6-yl-sulfonamide;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-(6-amino-pyridin-3-yl)-sulfonamide;

[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-indazol-6-yl-sulfonamide;

6-chloronaphthalene-2-sulfonic acid [1-benzyl-4-(2'-dimethylaminomethylbiphenyl-4-yl)-5-oxo-[1,4]-diazepan-6-yl]amide;

5-chloro-*N*-{1-[2'-(methylsulfonyl)-1,1'-biphenyl-4-yl]-2-oxo-2,3,4,5-tetrahydro-1*H*-1-benzazepin-3-yl}-2-thiophenesulfonamide;

{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-acetic acid methyl ester;

{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-acetic acid ethyl ester;

{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-acetic acid t-butyl ester;

6-chloro-naphthalene-2-sulfonic acid benzoyl-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amide;

{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonylbiphenyl-4-yl)-2-oxo-piperidin-3-yl]amino}acetic acid;

2-{(6-chloronaphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonylbiphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-N-(2-dimethylaminoethyl)-N-methylacetamide;

2-{(6-Chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-N-(2-hydroxy-ethyl)-acetamide; and

2-{(6-Chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-N-(2-dimethylamino-ethyl)-acetamide;

or a pharmaceutically acceptable salt form thereof.

8. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

9. A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a

therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

10. A method of treating a patient in need of thromboembolic disorder treatment, comprising: administering a compound of Claim 1 or a pharmaceutically acceptable salt form thereof in an amount effective to treat a thromboembolic disorder

11. A method, comprising: administering a compound of Claim 1 or a pharmaceutically acceptable salt form thereof in an amount effective to treat a thromboembolic disorder.

12. A compound of Claim 1 for use in therapy.

13. Use of a compound of Claim 1 for the manufacture of a medicament for the treatment of a thromboembolic disorder.